

Telecommunications, Inc., which provides directory assistance and information services via a nationwide network of call centers.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. Other than CVC, none of Mr. Peterson's ownership interests in U.S. telecommunications service providers exceed 10 percent. Mr. Peterson owns 100 percent of European Access Providers Limited ("LEAP"), a competitive provider of wireless and Internet over DSL services in Ireland. LEAP holds less than a 50 percent market share in the international transport and local access market in Ireland and thus does not have market power in Ireland.¹¹

C. Conversent and the Conversent Subsidiaries

Conversent is a Delaware corporation with headquarters at 313 Boston Post Road West, Marlborough, Massachusetts 01752. Conversent is the parent company of the Conversant Subsidiaries, which are also headquartered at 313 Boston Post Road West, Marlborough, Massachusetts 01752. The Conversent Subsidiaries are common carriers that provide communications and information services to small and medium size business users in the Northeast and Mid-Atlantic regions (Connecticut, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and West Virginia). Certain Conversent Subsidiaries also provide service to residential customers in West Virginia.

¹¹ This fact was confirmed last year when the FCC granted authority to CTC Group to acquire two CTC Subsidiaries, Connecticut Telephone & Communication Systems, Inc. ("Connecticut Telephone") and Connecticut Broadband, LLC ("Connecticut Broadband"), and retained CTC's non-dominant status on the U.S. - Ireland route. See IB File Nos. ITC-T/C-20050819-00332 and ITC-T/C-20050819-00338, granted Sept. 23, 2005 (the "Connecticut Telephone/Connecticut Broadband Transfer Authorizations").

The Conversent Subsidiaries' service offerings include local and long distance telephone service, broadband services, Internet access, DSL, VPN, private networks, and hosted services. The Conversent Subsidiaries provide their services using Class 5 Lucent switches, ATM switches, Cisco and Juniper routers and digital access cross connect equipment. Like CTC Group and Choice One, Conversent's network also includes an extensive fiber optic backbone. In addition, the Conversent Subsidiaries provide their services by reselling the local and interexchange telephony services of other telecommunications carriers.

At present, there are three (3) individuals or entities that hold a 10 percent or greater ownership interest in Conversent: Robert C. Fanch, who holds approximately 44 percent, Blackstone TWF Capital Partners, L.P. ("Blackstone"), which holds approximately 12 percent; and Seaport Capital Partners II, L.P. ("Seaport Capital"), which holds approximately 13.5 percent. Mr. Fanch is a co-founder of Conversent and Chairman of Fanch Communications, Inc. ("Fanch Communications"). At present, Mr. Fanch holds his ownership interests in Conversent indirectly, through his ownership interests in NEVD Holdings Delaware, LLC, RCF Competitive Telecom Investors, LLC, and the Robert C. Fanch Revocable Trust.¹² Blackstone and Seaport are private equity funds. Blackstone is a leading private equity investment firm that manages over \$14 billion in various private equity funds and also provides corporate advisory services. Seaport Capital is also a private equity firm that provides equity to middle market media,

¹² The Robert C. Fanch Revocable Trust is a revocable trust of which Robert C. Fanch is the sole trustee. Prior to closing, the Trust will transfer one half of its ownership in NEVD Holdings Delaware, LLC to Fanch Family Foundation, Inc. Fanch Family Foundation, Inc. is a Colorado not-for-profit corporation whose sole trustee is Robert C. Fanch. It is a 501(c)(3) entity whose purpose is to make charitable contributions.

telecommunications, information and business services companies. Seaport Capital focuses on private companies with market capitalizations between \$15 and \$200 million and equity needs of \$5 to \$35 million.

A diagram showing the current corporate structure of the Applicants is provided in Exhibit C.

II. DESCRIPTION OF THE TRANSACTION

On March 24, 2006, CTC Group, Conversent, and Choice One entered into an Agreement and Plan of Merger ("Merger Agreement") with Choice One Acquisition Inc. ("Acquisition Sub") and Fanch Communications. Acquisition Sub is a Delaware corporation and a wholly-owned subsidiary of Choice One. Pursuant to the terms of the Merger Agreement, Acquisition Sub will merge with and into Conversent at closing. Conversent will be the surviving corporation of that merger. As a result of the merger, each share of Conversent common stock issued and outstanding at closing will be cancelled, and the holders of such shares will have the right to receive cash in exchange for their shares. Consummation of the transactions described in the Merger Agreement is contingent on, among other things, receipt of all necessary regulatory approvals and the completion of a debt financing.

In connection with the transactions contemplated by the Merger Agreement, Choice One will engage in an offering of additional equity (the "Offering"). Some of its existing stockholders will be given the opportunity to purchase shares of Choice One's common stock for an aggregate purchase price of \$75 million. Varde and an existing debt holder, Camulos Capital LP (together with its advisees and affiliates, "Camulos"), have agreed to purchase on an equal basis any shares offered in the Offering that are not

purchased by Choice One's existing shareholders (the "Backstop"). In addition, Choice One has entered into an equity commitment agreement with CVC Broadband whereby CVC Broadband has agreed to purchase shares of Choice One's common stock for an aggregate purchase price of \$75 million (the "Equity Commitment Agreement"). CVC Broadband will purchase shares of Choice One pursuant to the Equity Commitment Agreement contemporaneously with the closing of the transactions contemplated by the Merger Agreement. The Offering, the sale of shares to CVC Broadband pursuant to the Equity Commitment Agreement, and the debt financing will provide Choice One sufficient capital to fund the merger with Conversent and to provide working capital for the Combined Company.

As a result of the merger and the sale of shares to CVC Broadband pursuant to the Equity Commitment Agreement, fifty percent (50%) of the ownership interest in Conversent and the Conversent Subsidiaries will be held, indirectly, by CVC Broadband at closing. The remaining ownership interest will be held by the existing stockholders of Choice One. The Applicants do not know which of the existing shareholders of Choice One will subscribe for shares in the Offering. However, the Offering will be conducted in a manner such that only Quantum, Varde, and Camulos (and their parent companies and ultimate owners) *could* hold 10 percent or more of the ownership interests in the Conversent Subsidiaries at closing of the Conversent merger.

As discussed in the CTC/Choice One Merger Application, it is possible that some of the existing Choice One stockholders could sell their shares of Combined Corporation to CVC Broadband after closing. Accordingly, the Applicants request authority for CVC

Broadband to acquire up to a seventy percent (70%) ownership interest in the Combined Corporation.

The proposed transaction does not involve the transfer of any operating authority, assets, or customers. Immediately following the closing, the Conversent Subsidiaries will continue to offer to their customers the same services at the same rates, terms and conditions pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the contemplated transaction will be generally transparent to consumers. The only change will be that the Conversent Subsidiaries will be under the common control of the Combined Corporation.

A diagram showing the corporate structure of Combined Corporation post-close is provided in Exhibit C.

III. PUBLIC INTEREST STATEMENT

The transfer of control of the Conversent Subsidiaries will serve the public interest, as consumers in the Northeast and the Mid-Atlantic regions will benefit from the operation of the Conversent Subsidiaries with the CTC Subsidiaries and the Choice One Subsidiaries under one umbrella company -- the Combined Corporation. The transfer of the Conversent Subsidiaries to the control of the Combined Company will further strengthen the competitive position of the Conversent Subsidiaries as leading regional competitive telecommunications providers in the Northeast and Mid-Atlantic regions and will significantly strengthen the ability of the combined organizations to compete effectively in their markets. The combined organizations will benefit from increased economies of scale that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined organizations to increase

their operating income and free cash flow. Given the difficulties with which the competitive telecommunications industry is now struggling, the enhancement of the Conversent Subsidiaries in this manner would benefit consumers in the Northeast and Mid-Atlantic regions.

At the same time, the proposed transaction does not present any anti-competitive issues. Customers of the Conversent Subsidiaries will continue to receive high-quality telecommunications and information services without interruption and without change in rates, terms or conditions. The Conversent Subsidiaries are non-dominant carriers that will continue to compete with at&t and Verizon as well as other CLECs in the local and long distance markets. In the geographic markets in which the operations of the combined organizations overlap -- *i.e.*, Connecticut, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and West Virginia -- the total market share of the combined organizations in the local service market is 10 percent or less. Furthermore, there are a number of other CLECs -- including, but not limited to, BridgeCom/Broadview, Eschelon, PAETEC, Telcove, TimeWarner Telecom, Cbeyond, US LEC and XO -- operating in these markets, as well as the incumbent carriers, at&t and Verizon. While the Conversent Subsidiaries will become affiliated with foreign carriers post-close, for each such foreign carrier affiliate, the Commission has already recognized that the affiliated foreign carrier lacks market power and thus poses no threat to competition, and/or the foreign carrier affiliate lacks 50 percent market share in the international transport and local access market in the countries in which it operates.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

CTC Communications Group, Inc. ("CTC Group") (transferee)
220 Bear Hill Road
Waltham, MA 02451
Tel: (781) 466-8080
Fax: (781) 890-1613
FRN: 0009-7049-74

Choice One Communications Inc. ("Choice One") (transferee)
100 Chestnut Street, Suite 600
Rochester, NY 14604
Tel: (585) 530-2708
Fax: (585) 697-7805
FRN: 0006-2922-39

Conversent Communications, Inc. ("Conversent") (transferor)
313 Boston Post Road West
Marlborough, MA 01752
Tel: (800) 275-2088
Fax: (508) 486-6300
FRN: 0012-5181-48

The names, addresses and telephone numbers of the licensees the control of which is being transferred are provided in Exhibit A.

(b) Choice One, CTC Group, and Conversent are corporations organized under the laws of Delaware.

(c) Correspondence concerning this Application should be sent to:

For Choice One	For CTC Group	For Conversent
<p>Roger W. Byrd Senior Vice President and General Counsel Choice One Communications Inc. 100 Chestnut Street, Suite 600 Rochester, NY 14604 Tel: (585) 530-2708 Fax: (585) 697-7805 rbyrd@choiceonecom.com</p>	<p>James P. Prenetta, Jr. Senior Vice President and General Counsel CTC Communications Corp. 220 Bear Hill Road Waltham, MA 02451 Tel: (781) 522-8773 Fax: (781) 522-8711 james.prenetta@ctcnet.com</p>	<p>Scott Sawyer Vice President, Regulatory Conversent Communications, Inc. 313 Boston Post Road West Marlborough, MA 01752 Tel: (401) 834-3377 Fax: (401) 834-3350 ssawyer@conversent.com</p>
<p>Cherie R. Kiser Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 701 Pennsylvania Ave. NW Suite 900 Washington, D.C. 20004 Tel: (202) 434-7300 Fax: (202) 434-7400 ckiser@mintz.com</p>	<p>Joan M. Griffin Kelley Drye & Warren LLP 1200-19th Street, NW Suite 500 Washington, D.C. 20036 Tel: (202) 955-9600 Fax: (202) 955-9792 jgriffin@kelleydrye.com</p>	<p>Angie Kronenberg Willkie Farr & Gallagher LLP 1875 K Street, NW Washington, D.C. 20006 Tel: (202) 303-1143 Fax: (202) 303-2143 akronenberg@willkie.com</p>

- (d) Neither CTC Group nor Choice One holds Section 214 authority. The CTC Subsidiaries and the Choice One Subsidiaries hold the authority listed in Exhibit B. In addition, the parent company of CTC Group, CVC, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.

Conversent does not hold Section 214 authority. The Conversent Subsidiaries hold the authority listed in Exhibit A.

- (h) Following consummation of the transactions contemplated by the Merger Agreement, the Conversent Subsidiaries will be wholly-owned direct or indirect subsidiaries of Combined Corporation, a holding company and a Delaware corporation whose addresses will be 100 Chestnut Street, Suite 600, Rochester, New York 14604 and 220 Bear Hill Road, Waltham, MA 02451. The following entities and individuals could hold ten percent or greater ownership interests in Combined Corporation following the Offering as well as consummation of the proposed transaction and the sale of Choice One common stock to CVC Broadband (as discussed on Section II above):

CVC Broadband. CVC Broadband, a Washington state limited liability company that is a holding company, will hold a fifty percent (50%) ownership interest in Combined Corporation, and thus a fifty percent (50%) ownership interest in each of the Conversent Subsidiaries. It is possible that some of the existing Choice One stockholders will sell their shares of Combined Corporation to CVC Broadband soon after the closing. Accordingly, the Applicants request authority for CVC Broadband to acquire up to a seventy percent (70%) ownership interest in Combined Corporation and thus up to a seventy percent (70%) ownership interest in each of the Conversent Subsidiaries. CVC Broadband is, in turn, a wholly-owned subsidiary of CVC, a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. The address of CVC Broadband, CVC, and Mr. Peterson is 203 SE Park Plaza Drive, Suite 270, Vancouver, WA 98684.

Quantum Partners LDC. Quantum Partners LDC ("Quantum"), a 24.75 percent shareholder in Choice One, could hold a 10 percent interest or greater interest in the Combined Corporation, but not more than approximately 12 percent, as a result of the Offering and its participation therein. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is wholly owned by Quantum Emerging Growth Partners, C.V. ("Quantum Emerging"), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Quantum Emerging is Emerging Growth Fund Management C.V. ("Emerging Growth"), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Emerging Growth is Quastro N.V. ("Quastro"), a Netherlands Antilles corporation whose principal business is investment. The address of Quantum, Quantum Emerging, Emerging Growth and Quastro is Kaya Flamoyan 9, Willemstad, Curaçao, Netherlands Antilles. The sole shareholder of Quastro is George Soros, a U.S. citizen whose principal business is being Chairman of Soros Fund Management LLC ("SFM"). SFM, which is a Delaware limited liability company, by virtue of a management agreement between SFM and Quantum, exercises voting and dispositive power over the shares of Choice One held by Quantum. The address of SFM and George Soros is 888 Seventh Avenue, New York, NY 10106.

Varde. Varde Investment Partners, L.P. ("Varde"), an 11.6 percent shareholder in Choice One, could hold a 10 percent or greater interest in the Combined Corporation, but not more than 13 percent, as a result of the Offering, the Backstop and its participation therein. Varde is a Delaware limited partnership whose principal business is investment. Varde is controlled by its general partner, Varde Investment Partners G.P., LLC ("VIP G.P."). Varde Partners, L.P. is a managing member of VIP G.P. Varde Partners, L.P.'s general partner is Varde Partners, Inc. The 10 percent or greater owners of Varde Partners, Inc. are as follows: George G. Hicks, 33.3 percent; Gregory S. McMillan, 33.3 percent; and

Marcia L. Page, 33.3 percent. All the Varde entities and partners referenced above are U.S. citizens. The addresses are as follows:

Varde Investment Partners, L.P., Varde Investment Partners G.P., LLC, Varde Partners, L.P. and Varde Partners, Inc.
8500 Normandale Lake Blvd., Suite 1570
Minneapolis, MN 55437

George G. Hicks
12197 Orchard Hill
Eden Prairie, MN 55344

Gregory S. McMillan
40 Gideons Point Rd.
Tonka Bay, MN 55331

Marcia L. Page
5061 Interlachen Bluff
Edina, MN 55436

Camulos. Camulos Master Fund LP ("Camulos Master Fund") could hold a 10 percent or greater interest in the Combined Corporation, but not more than approximately 12 percent, as a result of the Offering, the Backstop and its participation therein. Camulos Master Fund is a Cayman Islands exempted limited partnership whose principal business is investment. The sole general partner of Camulos Master Fund is Camulos Partners GP LLC ("Camulos Partners"), a Delaware limited liability company. The managing member of Camulos Partners is Mr. Richard P. Brennan, a U.S. citizen whose principal business is managing assets of advisory clients of Camulos. The investment manager to Camulos Master Fund is Camulos Capital, LP ("Camulos Capital"), a Delaware limited partnership that serves as a management company to certain advised clients. The sole general partner of Camulos Capital is Camulos Capital GP LLC ("Camulos GP"), a Delaware limited liability company. Camulos GP is wholly owned by Mr. Brennan. The address for each of Camulos Master Fund, Camulos Partners, Mr. Brennan, Camulos Capital and Camulos GP is 3 Landmark Square, 4th Floor, Stamford, CT 06901.

The Applicants have not yet determined who will be the officers and directors of the Conversent Subsidiaries post-close, and thus do not know at this time if there will be any interlocking directors. The Applicants will supplement this Application if and when such information becomes available.

- (i) As evidenced by the signatures of the Applicants' authorized representatives to this Application,¹³ the Applicants certify that post-close, (a) neither Combined

¹³ With respect to the certification of any facts contained in this Application, the execution of this Application by Choice One constitutes a certification with respect to only those facts relating to Choice

Corporation nor any of the Conversent Subsidiaries will be a foreign carrier, and (b) Combined Corporation and the Conversent Subsidiaries will be affiliated with foreign carriers in Australia, Canada, Ireland, and the U.K.

- (j) As evidenced by the signatures of the Applicants' authorized representatives to this Application, the Applicants certify that post-close, (i) neither Combined Corporation nor the Conversent Subsidiaries will be a foreign carrier in any destination market; (ii) neither Combined Corporation nor the Conversent Subsidiaries will control a foreign carrier in any destination market; (iii) CVC -- an entity that will hold a controlling interest in Combined Corporation and the Conversent Subsidiaries post-close -- controls a foreign carrier in Australia, Canada, Ireland, and the U.K., while Mr. Peterson (a U.S. citizen who controls CVC) controls a foreign carrier in Ireland; and (iv) two or more foreign carriers (or parties that control foreign carriers) will not own, in the aggregate, more than 25 percent of Combined Corporation or the Conversent Subsidiaries post-close and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Australia, Canada, Ireland, and the U.K. are all members of the World Trade Organization.
- (l) Each of the foreign carrier affiliates of Combined Corporation and the Conversent Subsidiaries post-close in Australia, Canada, Ireland, and the U.K. holds significantly less than 50 percent market share in the international transport and local access markets in their respective countries. Accordingly, these foreign carrier affiliates lack market power and Combined Corporation and the Conversent Subsidiaries are entitled to a presumption of non-dominant treatment. The Commission acknowledged that (i) none of the foreign Hibernia Companies have market power in their respective destination markets, when it retained CTC's non-dominant status in granting the CTC 2004 Authorization; (ii) Globalstar Australia does not have market power in Australia when it retained CTC's non-dominant status in granting the CTC 2004 Authorization; (iii) Magnet Networks does not have market power in Ireland, when it retained CTC's non-dominant status in granting the Lightship Transfer Authorization; and (iv) LEAP does not have market power in Ireland, when it retained CTC's non-dominant status in granting the Connecticut Telephone/Connecticut Broadband Transfer Authorizations.

One and the Choice One Subsidiaries. With respect to the certification of any facts contained in this Application, the execution of this Application by CTC Group constitutes a certification with respect to only those facts relating to CTC Group, the CTC Subsidiaries, Mr. Peterson, CVC, the Hibernia Companies and the other affiliates of Mr. Peterson. With respect to the certification of any facts contained in this Application, the execution of this Application by Conversent constitutes a certification with respect to only those facts relating to Conversent and the Conversent Subsidiaries.

- (m) See response to item (l).
- (n) As evidenced by the signatures of the Applicants' authorized representatives to this Application, the Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that they will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (i) Combined Corporation will be affiliated post-close with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power in the countries in which it operates; (ii) Combined Corporation will not be affiliated with any dominant U.S. carrier; and (iii) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit D.

LIST OF EXHIBITS

EXHIBIT A	List of the Conversent Subsidiaries
EXHIBIT B	List of the CTC Subsidiaries and the Choice One Subsidiaries
EXHIBIT C	Corporate Structure Diagrams, Pre- and Post-Close
EXHIBIT D	Domestic Section 214 Transfer of Control Information

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Mountaineer Telecommunications, LLC	Conversent Communications, Inc.	0012534749	No	§ 214 global resale authority granted April 26, 2000 in IB File No. ITC-214-20000403-00192.
FiberNet, L.L.C.	Conversent Communications, Inc.	0003771011	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
FiberNet Telecommunications of Pennsylvania, LLC	Conversent Communications, Inc.	0003771045	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
Conversent Communications, LLC	Conversent Communications, Inc.	0008307738	No	§ 214 global resale authority granted in IB File No. ITC-214-19960530-00217; ITC-ASG-19991119-00721.

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Connecticut, LLC	Conversent Communications, Inc.	0008841959	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Maine, LLC	Conversent Communications, Inc.	0008841900	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Massachusetts, Inc.	Conversent Communications, Inc.	0008841876	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of New Hampshire, LLC	Conversent Communications, Inc.	0008842007	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New Jersey, LLC	Conversent Communications, Inc.	0008841983	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New York, LLC	Conversent Communications, Inc.	0008841991	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Pennsylvania, LLC	Conversent Communications, Inc.	0008841934	No	Authorized to operate under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Rhode Island, LLC	Conversent Communications, Inc.	0008841975	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Vermont, LLC	Conversent Communications, Inc.	0008841942	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications Long Distance, LLC	Conversent Communications, Inc.	0006209787	No	§ 214 global resale authority granted April 9, 1999 in IB File No. ITC-214-19990210- 00081.

The address of each Conversent Subsidiary is:

c/o Conversent Communications, Inc.
313 Boston Post Road West
Marlborough, MA 01752
Tel: (800) 275-2088
Fax: (508) 486-0300

EXHIBIT B
CTC AND CHOICE ONE SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
CTC Communications Corp.	CTC Group	0005-0136-69	Yes	Global facilities-based and resale authority granted July 30, 2004 in IB File No. ITC-214-20040708-00260.
CTC Communications of Virginia, Inc.	CTC Group	0005-0136-85	Yes	Operates under S214 authority of CTC Communications Group per letter dated February, 2005 in IB File No. ITC-214-20040708-00260.
Connecticut Telephone & Communication Systems, Inc.	CTC Group	0003-7533-16	Yes	Global resale authority granted August 30, 1996 in IB File No. ITC-214-19960717-00316.
Connecticut Broadband, LLC	CTC Group	0005-0788-29	Yes	Global resale authority granted November 29, 1996 in IB File No. ITC-214-19961001-00476.
Lightship Telecom, LLC	CTC Group	0006-1941-87	Yes	Global facilities-based and resale authority granted March 25, 1999, in IB File No. ITC-214-19990203-00056.
Choice One Communications International Inc.	Choice One	0006-2922-54	No	Global facilities-based and resale authority granted in IB File No. ITC-214-19981117-00802.
US Xchange, Inc.	Choice One	0012-0706-45	No	Global facilities-based and resale authority granted in IB File No. ITC-214-19961219-00639.
Choice One Communications of Connecticut Inc.	Choice One	0004-3284-64	Yes	n/a

EXHIBIT B
CTC AND CHOICE ONE SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Choice One Communications of Maine Inc.	Choice One	0008-1906-62	Yes	n/a
Choice One Communications of Massachusetts Inc.	Choice One	0004-3284-80	Yes	n/a
Choice One Communications of New York Inc.	Choice One	0004-3285-06	Yes	n/a
Choice One Communications of Ohio Inc.	Choice One	0004-3285-30	Yes	n/a
Choice One Communications of Pennsylvania Inc.	Choice One	0004-3285-55	Yes	n/a
Choice One Communications of Rhode Island Inc.	Choice One	0004-3285-63	Yes	n/a
Choice One Communications of Virginia Inc.	Choice One	0014-7104-87	Yes	n/a
Choice One of New Hampshire Inc.	Choice One	0004-3284-98	Yes	n/a
US Xchange of Illinois, L.L.C.	Choice One	0004-3286-05	Yes	n/a

EXHIBIT B
CTC AND CHOICE ONE SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
US Xchange of Indiana, L.L.C.	Choice One	0004-3285-97	Yes	n/a
US Xchange of Michigan, L.L.C.	Choice One	0004-3285-89	Yes	n/a
US Xchange of Wisconsin, L.L.C.	Choice One	0004-3286-13	Yes	n/a

The address of each CTC Subsidiary is:

c/o CTC Communications Group, Inc.
220 Bear Hill Road
Waltham, MA 02451
Tel: (781) 466-8080
Fax: (781) 890-1613

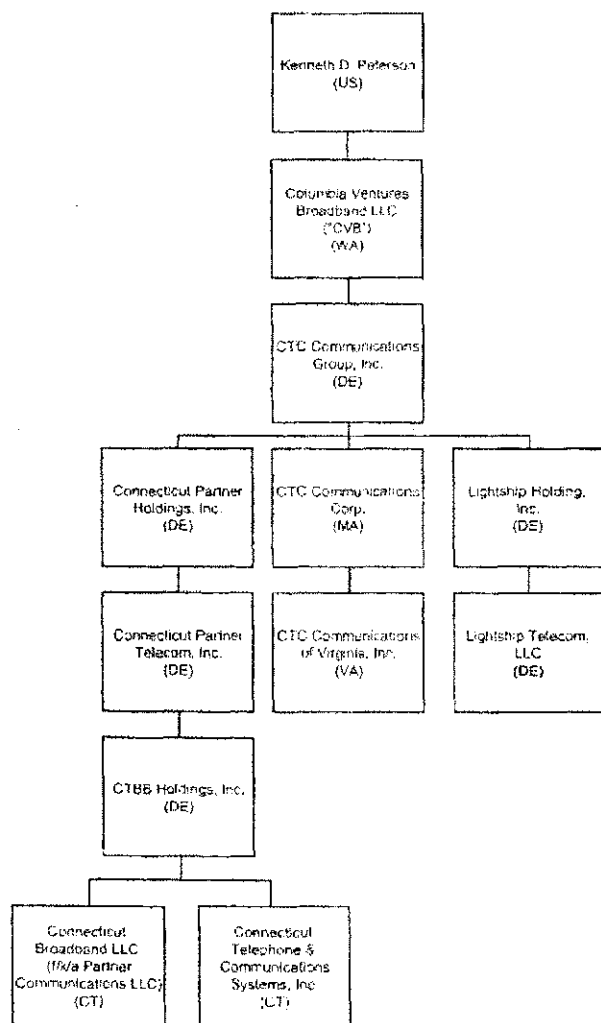
The address of each Choice One Subsidiary is:

c/o Choice One Communications Inc.
100 Chestnut Street, Suite 600
Rochester, NY 14604
Tel: (585) 246-4231

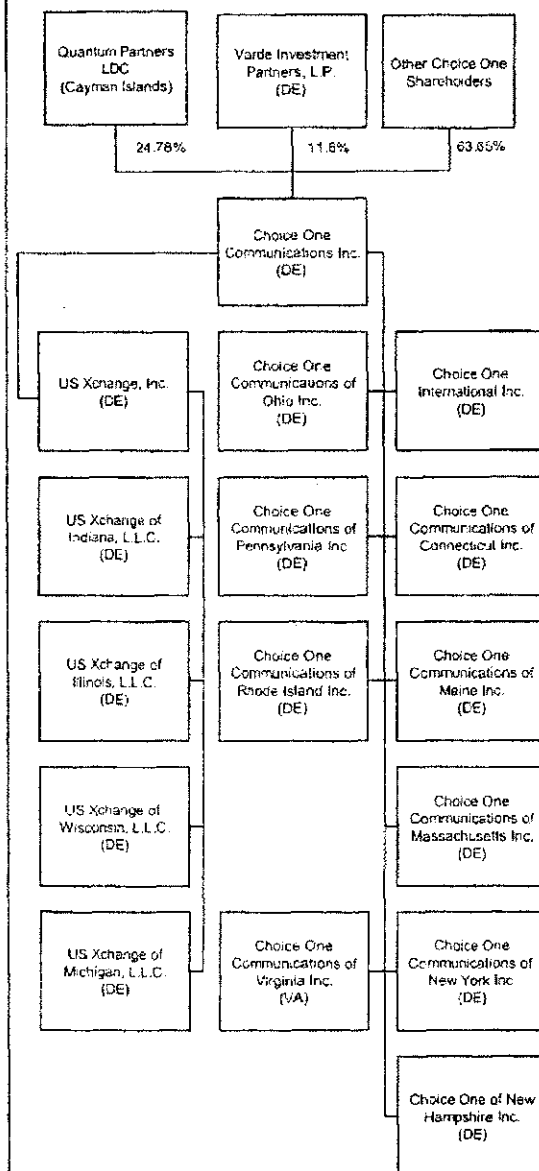
CURRENT CORPORATE STRUCTURE

Exhibit C

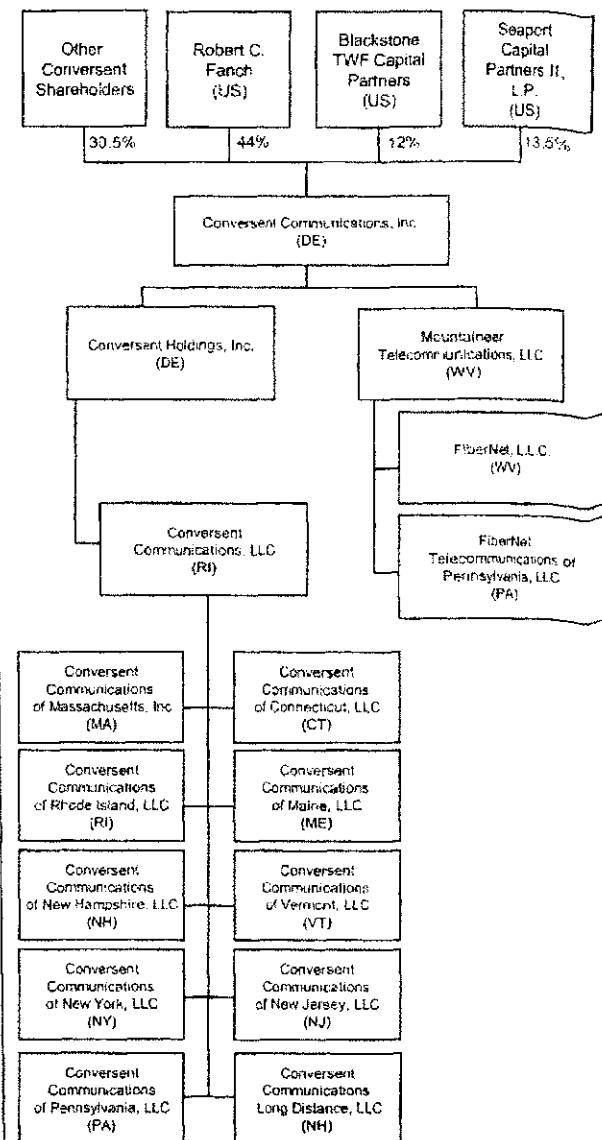
CTC Entities



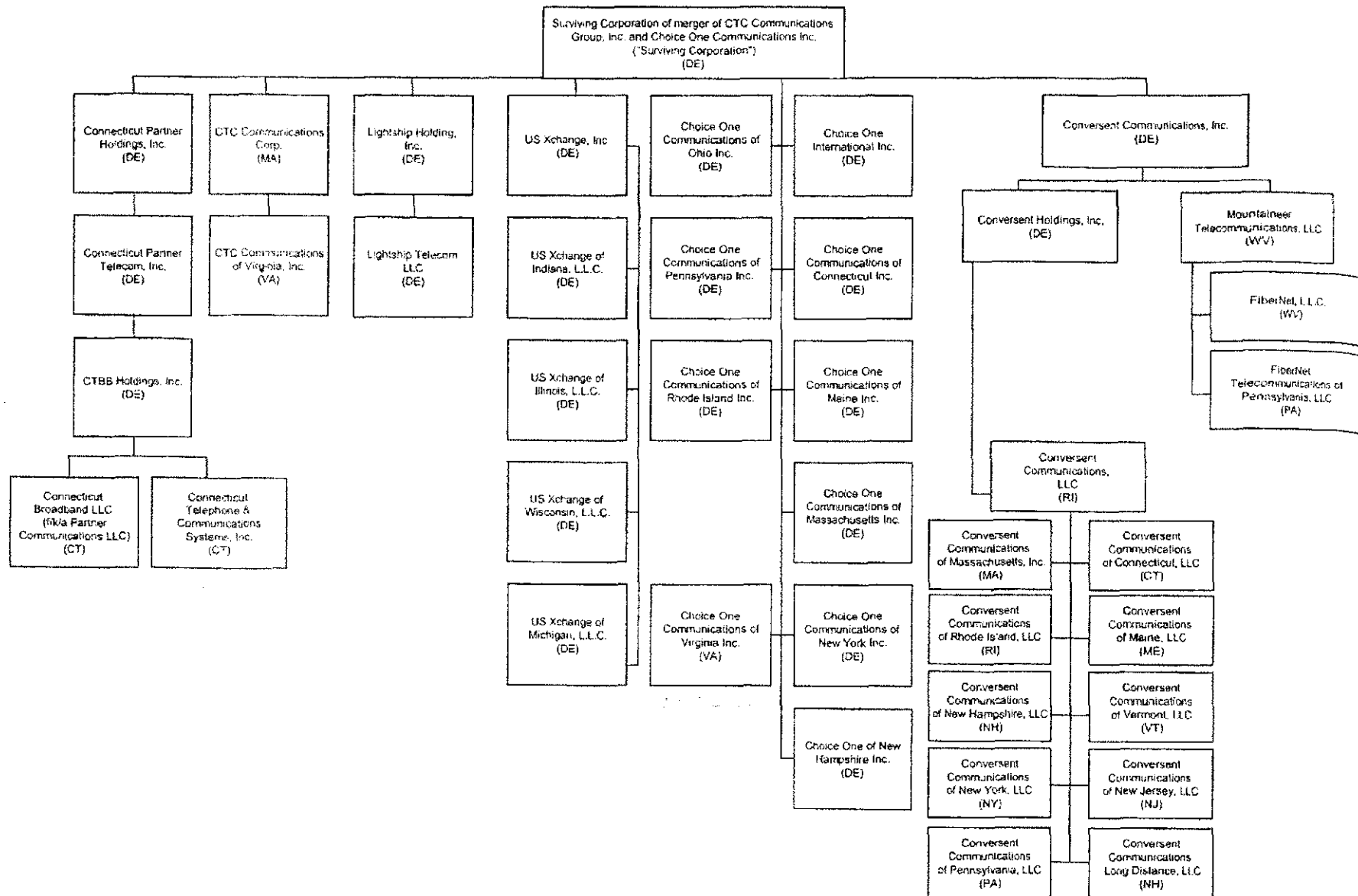
Choice One Entities



Conversent Entities



POST MERGER COPORATE STRUCTURE



At Closing, the shares of Surviving Corporation will be owned 50% by Columbia Ventures Broadband LLC and 50% by the existing Shareholders of Choice One at the time of the closing of the CTC-Choice One merger.

EXHIBIT D

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in the merged entity ("Combined Corporation") and its affiliates (as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Combined Corporation (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None. The proposed merger of CTC Group and Choice One is described in the application and related filings in WC Docket No. 06-47.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

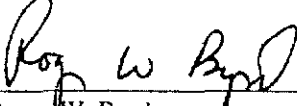
The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**CHOICE ONE
COMMUNICATIONS INC.**


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Its Attorney

Date: 4/10/06

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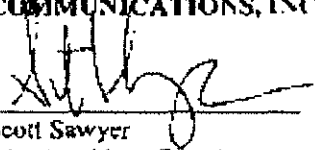
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